

EXHIBIT A

TO

PLAINTIFF'S MOTION FOR ORDER SETTING
DISGORGEMENT, PREJUDGMENT INTEREST AND CIVIL PENALTY
AGAINST DEFENDANT MICHAEL A. FARR

Michael Farr

December 8, 2011

IN THE UNITED STATES DISTRICT COURT EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION U.S. SECURITIES AND) EXCHANGE COMMISSION,) Plaintiff,) Case No. -vs-) 2:10-cv-11633-MKM ONYX CAPITAL ADVISORS, LLC,) ROY DIXON, JR., and) MICHAEL A. FARR,) Defendants.) The videotaped deposition of MICHAEL FARR, called by the Plaintiff for examination, taken pursuant to the Federal Rules of Civil Procedure of the United States District Courts pertaining to the taking of depositions, taken before CORINNE T. MARUT, C.S.R. No. 84-1968, a Notary Public within and for the County of DuPage, State of Illinois, and a Certified Shorthand Reporter of said state, at the offices of Securities and Exchange Commission, Suite 900, 175 West Jackson Boulevard, Chicago, Illinois, on December 8, 2011, commencing at 10:13 a.m.	1 THE VIDEOGRAPHER: This is Tape No. 1 to the 2 videotaped deposition of Michael Farr, being taken 3 in the matter of the Securities and Exchange 4 Commission vs. Onyx Capital Advisors, LLC, 5 Case No. 2:10-cv-11633-DPH-MKM. 6 This deposition is being held at 175 7 West Jackson Boulevard in Chicago, Illinois. 8 Today's date is December 8, 2011. The time is 9 10:13 a.m. 10 My name is Scott Johnson and I'm the 11 videographer. The Court Reporter today is Corinne 12 Marut. 13 Will counsel please state their names 14 for the record. 15 MR. MOYE: Robert Moye and Jed Forkner for the 16 SEC. 17 MS. JACOBSON: Jacqueline Jacobson for Michael 18 Farr. 19 THE VIDEOGRAPHER: Counsel on the phone. 20 MR. DIXON: Roy Dixon, pro se. 21 THE VIDEOGRAPHER: Will the Court Reporter 22 please swear in the witness. 23 (WHEREUPON, the witness was duly 24 sworn.)
1 PRESENT: 2 UNITED STATES SECURITIES AND EXCHANGE 3 COMMISSION 4 (175 West Jackson Boulevard, Suite 900, 5 Chicago, Illinois 60604, 6 312-353-1051), by: 7 MR. ROBERT M. MOYE, 8 moyer@sec.gov 9 MR. JEDEDIAH B. FORKNER, 10 forknerJ@sec.gov, 11 appeared on behalf of the Plaintiff; 12 13 MONICO & SPEVACK, 14 (20 South Clark Street, Suite 700, 15 Chicago, Illinois 60603, 16 312-782-8500), by: 17 MS. JACQUELINE S. JACOBSON, 18 jjacobson@monicolaw.com, 19 appeared on behalf of Defendant 20 Michael A. Farr; 21 22 ROY DIXON, JR. 23 (1266 West Paces Ferry, Suite 146 24 Atlanta, Georgia 30327 404-803-8826), appeared pro se (via telephonic communication). VIDEOTAPED BY: SCOTT JOHNSON, Esquire Deposition Solutions. REPORTED BY: CORINNE T. MARUT, C.S.R. No. 84-1968	1 MICHAEL FARR, 2 called as a witness herein, having been first duly 3 sworn, was examined and testified as follows: 4 EXAMINATION 5 BY MR. MOYE: 6 Q. Mr. Farr, thank you for coming in today. 7 Could you spell -- could you spell your 8 full name for the record so that we get a -- the 9 proper spelling of it. 10 A. M-i-c-h-a-e-l, F-a-r-r. 11 Q. Thank you very much. And, Mr. Farr, 12 where do you live? 13 A. I live at 250 Pharr Road, Atlanta, 14 Georgia, P-h-a-r-r. 15 Q. Thanks very much. Before we begin with 16 the substantive questions for the deposition today, 17 I'd just like to go over a couple of matters. One 18 set of things has to do with the Court Reporter 19 procedure so we get a proper record, and the other 20 has to do with the circumstances which bring you 21 here today. 22 So I'd like to point out, first of all, 23 that the Court Reporter is trying to take down 24 everything that you and I say. So, I will try to



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65 1 whether it was signed some months thereafter? 2 A. Some months thereafter. 3 Q. Is that your signature on the members 4 signature page, RD 609, on behalf of Second Chance 5 Motors, Inc.? 6 A. Yes. 7 Q. Is that Mr. Dixon's signature on behalf 8 of Onyx Capital Advisors on the members signature 9 page? 10 A. Yes. 11 Q. And did you sign the company signature 12 page on behalf of Second Chance Motors Credit? 13 A. Yes. 14 Q. Okay. Let's look at the last page. 15 This last page, Exhibit A, is called "Membership 16 Interests and Capital Contribution." 17 Do you see that? 18 A. Yes. 19 Q. Are you familiar with this page? Do you 20 recall seeing it, either before or at the time you 21 signed the document? 22 A. Yes. 23 Q. Okay. So, according to this page of the 24 document, how much percentage of ownership is the	67 1 MR. MOYE: Yes, yes. 2 BY MR. MOYE: 3 Q. Did Mr. Dixon tell you why it was 4 necessary or important to sign these agreements 5 even though the Onyx Fund had been giving your 6 business -- your businesses money without these 7 agreements being in place? 8 A. Well, we needed to formalize the money 9 that had been transferred to SCM Credit or 10 SCM Finance. 11 Q. Okay. So, I'm not asking you this as a 12 lawyer or any sort of with any legal significance. 13 But did you understand whether that was appropriate 14 or acceptable to create a document to formalize 15 something after the money had already been paid to 16 your businesses? Did you know one way or the 17 other? 18 A. What do you -- 19 Q. Yeah. Did you think there was anything 20 wrong or strange about signing documents dated in 21 early January regarding payments that had already 22 been made to your companies? 23 MS. JACOBSON: He didn't -- maybe you could 24 ask him about the time when they were -- if he has
66 1 Onyx Fund obtaining in Second Chance -- in 2 SCM Credit? 3 A. 35 percent. 4 Q. And Second Chance Motors would continue 5 to hold 65 percent? 6 A. Correct. 7 Q. And what is Onyx Capital Fund's 8 investment, according to this document? 9 A. 1,250,000. 10 Q. All right. You can look at the document 11 if it helps you answer the question, but the answer 12 may not be in the document. 13 My question is: During 2008, you've 14 testified that these related agreements were signed 15 some months thereafter the date of these documents. 16 Would it be fair to say that the Onyx 17 Fund was providing money to your businesses during 18 2008 before these documents were even created as 19 far as you know? 20 A. Yes. 21 Q. And do you know why these documents were 22 eventually created and signed as of an early 23 January 2008 date? 24 MS. JACOBSON: Can you be more precise?	68 1 a general idea of when they were signed, what was 2 going on at the time. 3 MR. MOYE: Okay. 4 MS. JACOBSON: And maybe that would help. I 5 don't know. 6 BY MR. MOYE: 7 Q. Okay. So we'll circle back to my prior 8 question. 9 Do you recall anything about the timing 10 or -- or what was occurring at the time that these 11 agreements were presented to you for signature? 12 What were you told about what was occurring or why 13 they needed to be done? 14 A. I think we needed to form- -- we needed 15 to formalize what happened because I think there 16 was investigation getting started. 17 Q. Okay. Do you know whether that was the 18 SEC's investigation or did you know whether the 19 pension funds were asking for these documents? 20 A. Somebody was asking for documents. I 21 don't know who, and we needed to formalize the 22 transactions. 23 Q. Okay. So, subject to that caveat that 24 you're not 100 percent sure, I just want to ask



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69 1 you, do you believe that these agreements could 2 have been created in the year 2009 as a result of 3 the SEC's investigation of Onyx Capital? 4 A. Very well could be, yes. 5 Q. Okay. You're not certain but you think 6 it might be? 7 A. Yes. 8 Q. Did Mr. Dixon tell you anything about 9 these agreements or about the reason they needed to 10 be signed that led you to believe he was going to 11 provide these documents to the SEC or anyone else 12 as part of an investigation? 13 A. No. He just -- we needed to formalize 14 the transfers of the money and formalize 15 everything. 16 Q. Okay. Let me ask you this: Was it your 17 idea to create and sign these agreements or was it 18 someone else's idea? 19 A. Somebody else's. 20 Q. Whose idea was it? 21 A. Onyx, Dixon, Mr. Dixon. 22 Q. Was it -- and did you deal directly with 23 him or did you deal with Erica Robertson or someone 24 else at Onyx Capital?	71 1 Q. I'm sorry. The Onyx Fund. 2 A. No. 3 Q. Okay. Did you have any role in deciding 4 the percentage of equity that would be assigned to 5 the Onyx Fund? 6 A. No. 7 Q. Okay. And did you have any role in 8 determining the amount of money that your companies 9 needed during 2008 from the Onyx Fund? For 10 example, would you or someone who worked for you 11 contact Mr. Dixon and say, "Hey, we need money, can 12 you give us \$50,000" or "Can you give us \$100,000"? 13 Did something like that occur during 2008? 14 A. Yes. 15 Q. Okay. Did that occur regularly? 16 A. Yes. 17 Q. Okay. And who would make that contact, 18 as best you recall? 19 A. I would make that contact. 20 Q. And who would you talk to? 21 A. Mr. Dixon. 22 Q. Okay. And at the time that you would 23 make those requests for funds, did Mr. Dixon ever 24 say, "We would have to sign an agreement before I
70 1 A. I dealt directly with him. 2 Q. Okay. Now, as far as when these 3 agreements were signed, I'd like to ask you this: 4 Were these agreements created and sitting on your 5 desk for months and months without your signature 6 or did you sign them when they were presented to 7 you? 8 A. I signed them when they were presented. 9 Q. Okay. So, with regard to what's 10 actually in the documents, again, I'm not going to 11 ask you about any legal provision, but there were a 12 couple attachments that showed percentage 13 investment in SCM Finance and SCM Credit. 14 Do you recall who decided what 15 percentage should be given to the Onyx Fund in each 16 of those agreements? Who came up with the number 17 35 percent? 18 A. Roy Dixon. 19 Q. Okay. Was there any negotiation between 20 you two as far as how much the -- how much the 21 stock or the equity in your companies was worth and 22 a comparison with the money that had been advanced 23 by Onyx Capital? 24 A. No.	72 1 can release those funds to you"? 2 A. No. 3 Q. Okay. And did he -- at the time did 4 Mr. Dixon ask for or get from you any particular 5 detail about what the money was needed for or what 6 the money would be used for? 7 A. At the time of the fundings? 8 Q. Yes. 9 A. No, he knew it was to purchase loans. 10 Q. Okay. So, he knew generally what it was 11 for? 12 A. Yes. 13 Q. Okay. But there was no process by which 14 you specifically said, "I need \$50,000 because I'm 15 going to do X, Y and Z with it"? 16 A. No. 17 Q. Okay. Do you recall whether all of the 18 money that the SCM companies received from the Onyx 19 Fund during the year 2008, do you recall whether 20 all of that money was used for business expenses or 21 was any of it used for other purposes? 22 A. There's money used for other purposes. 23 Q. Do you recall or have any idea how much? 24 A. No, I don't.



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73 1 Q. Okay. We're going to ask -- I'm going 2 to ask you about certain of these uses. But did 3 you ever have discussion with Mr. Dixon about 4 whether you personally were permitted to use or 5 benefit from money that the Onyx Fund was investing 6 in your business? 7 MS. JACOBSON: At any point in time? 8 BY MR. MOYE: 9 Q. During the period of time you were 10 receiving funding. 11 A. Yes, to pay my bills and whatnot, yes. 12 Q. Okay. So, you had discussions about 13 using investment money to pay your bills and is it 14 fair to say Mr. Dixon was okay with that? 15 A. Yes. 16 Q. Did he ever suggest that you do that or 17 is that something that you feel like he understood 18 based on your conversations? 19 A. Something like I feel like he 20 understood. 21 Q. Do you recall anything -- any specific 22 discussion that you ever had about it, about a 23 particular transfer or a particular expense that 24 you needed -- that you wanted to use it for?	75 1 A. Yes. 2 Q. And with regard to the foreclosed 3 property, what discussion did you have with him 4 about that? 5 A. That with us trying to get a credit 6 facility, that it would be -- I was trying to get a 7 credit facility and also to close the loan, the 8 existing loan that we had that we needed to clear 9 off the debt of this foreclosure. 10 Q. Now, by credit facility are you talking 11 about Stewart Auto Finance? 12 A. Well, trying to -- trying to get a 13 larger line of credit and I wanted to make sure 14 that my credit stayed clean. 15 Q. Okay. So, you needed -- you wanted help 16 with your personal credit in order to get a 17 business transaction approved, is that right? 18 A. Correct. 19 Q. Okay. And, so, did you actually discuss 20 with Mr. Dixon that you wanted to use some of the 21 investment money to clear up this foreclosed 22 property? 23 A. Yes. 24 Q. Okay. And what was his response?
74 1 A. Yes. 2 Q. What can you recall? 3 A. The purchase of the property 4 1097 Sea Jay, as well as the settlement with Lehman 5 Brothers for the foreclosure of a property we had 6 in Michigan. 7 Q. Okay. What discussion did you have with 8 Mr. Dixon about those properties and what do you 9 recall him saying? 10 A. Mentioned having an owners draw to take 11 out to get this property. One of them was for the 12 dealer -- was for the dealership. 13 Q. Sure. 14 A. And that would give us a competitive 15 advantage because it had 14 service bays. It 16 was -- we needed the service bays at the time. We 17 were across the street. We were renting. This 18 would get ownership. And I mentioned that it would 19 be, you know, good for the operations to do that. 20 Q. Did you mention to him or tell him that 21 you would buy the company in the name of your own 22 company or mention Sea Jay to him? 23 A. I -- I think I mentioned it. 24 Q. Okay.	76 1 A. They authorized me to do that. 2 Q. When you say "they," was anyone at Onyx 3 besides Mr. Dixon aware of what you were asking 4 Mr. Dixon? 5 A. Yes, LaRoy Williams. 6 Q. LaRoy Williams was. Do you recall just 7 even the month and year when this occurred? 8 A. This would have been October of 2007. 9 Q. And is that approximately the same time 10 that you purchased the property for the Marietta 11 dealership? 12 A. Yes. It happened the same day and -- it 13 happened the same day, yes. 14 Q. With regard -- 15 A. I'm not -- it happened in the same time 16 frame. 17 Q. Okay. So maybe not the same day, but 18 close to the same day? 19 A. Yes. 20 Q. All right. Let me ask you this. Why 21 did you decide to use the name 1097 Sea Jay for the 22 company that would own the property instead of 23 putting it in the name of Second Chance or in 24 some -- some other entity's name?



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77 1 A. Through my business growing up, my 2 father had always had real estate in a separate 3 company and that's just the way he did it and I 4 felt I was going to do it the same way. 5 Q. Okay. But that was a decision you made? 6 A. Yes. 7 Q. Okay. Did you tell Mr. Dixon that you 8 were going to use money to purchase the Marietta 9 property but that it would be owned by you or your 10 company rather than Second Chance? 11 A. Yes. 12 Q. Okay. And was he okay with that? 13 A. Yes. 14 Q. Do you recall anything specific he said 15 about that? 16 A. No. 17 Q. I'd like to show you another exhibit. 18 (WHEREUPON, a certain document was 19 marked Exhibit No. 21, for 20 identification, as of 12-08-2011.) 21 BY MR. MOYE: 22 Q. Mr. Farr, please take a look at what's 23 been marked as Exhibit 21. This is a document 24 entitled "SCM Credit Monitoring Fee Agreement."	79 1 MS. JACOBSON: But it was all around the same 2 time frame. 3 THE WITNESS: Yes. 4 MS. JACOBSON: Okay. 5 THE WITNESS: I just want to make sure I'm 6 clear on that. 7 BY MR. MOYE: 8 Q. Okay. Let's mark an exhibit. We'll go 9 into that. 10 (WHEREUPON, a certain document was 11 marked Exhibit No. 22, for 12 identification, as of 12-08-2011.) 13 MS. JACOBSON: We are holding off on 14 Exhibit 21 for a minute. 15 MR. MOYE: Yeah, we'll go back to Exhibit 21 16 in a minute. 17 BY MR. MOYE: 18 Q. Please take a moment, Mr. Farr, and take 19 a look at what's been marked as Exhibit 22. 20 Okay. So, Exhibit 22 is a two-page 21 exhibit. They are copies of checks with fax strips 22 at the top. The fax strips at the top say 23 2/23/2010 from BB&T C.T. Admin. The fax strips may 24 or may not mean anything to you. I'd like to talk
78 1 The date typed in at the top is February 1, 2008. 2 A. I want -- can I go back to something? I 3 just want to make sure I'm clear. 4 Q. Do you want to amend a prior statement? 5 Sure. 6 A. I want to be clear -- 7 Q. Sure. 8 A. -- on the Lehman Brothers was a -- I 9 think it happened right around -- because we had -- 10 I think it was a requirement not only to get the 11 loan for the -- 12 MS. JACOBSON: Dealership property? 13 BY THE WITNESS: 14 A. -- the dealership property, I had to pay 15 that off, and also we wanted to clear up my 16 property. I think it -- because it happened very, 17 very close. It might have been the exact same day 18 that we had that -- 19 MS. JACOBSON: You think all these events 20 you've been discussing with Mr. Moye occurred on or 21 around the same time frame? 22 THE WITNESS: That's right. I think it was a 23 requirement from my lender that I had to get that 24 debt paid off. But I'm not --	80 1 to you about the content of the document. 2 So, the first page appears to be a BB&T 3 miscellaneous debit copy of a check or debit slip 4 and the second page is similar. It's a BB&T 5 account deposit. 6 MS. JACOBSON: 9/10. 7 BY MR. MOYE: 8 Q. Okay. So -- 9 A. September. 10 Q. -- can you tell me, Mr. Farr, whether 11 you recognize the -- what's called the client 12 signature on the first page of Exhibit 22? 13 A. Yes. 14 Q. Okay. Is that your signature? 15 A. Yes, it is. 16 Q. Okay. So, does this mean you are 17 getting or paying -- are you getting or paying 18 money to BB&T the bank? 19 A. I'm getting money. 20 Q. Okay. And this is a bank in -- where 21 were you when you got this money? Were you in 22 North Carolina? 23 A. Atlanta. 24 Q. You were in Atlanta. So it looks like



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81 1 the check cleared in Charlotte. 2 What's the date written in hand on this 3 document? 4 A. September 10. 5 MS. JACOBSON: What year? 6 BY MR. MOYE: 7 Q. Of what year? 8 A. 2007. 9 Q. Okay. And what is the amount of the 10 money that you're getting from BB&T? 11 A. 730,000. 12 Q. Okay. And on the second page, this is 13 the account deposit slip. What account are you 14 depositing the money into? 15 A. Michael and Cynthia Farr. 16 Q. Okay. And the date on that deposit slip 17 is what? 18 A. September 10, 2007. 19 Q. Okay. And is it the same amount of 20 money? 21 A. Yes. 22 Q. Okay. So, is this the slip that 23 accompanied the check that you got from BB&T? 24 A. Yes. Yeah, the -- right.	83 1 received or deposited this money? 2 A. I don't -- I don't think so. 3 Q. Okay. Let me ask you -- 4 A. Maybe Cindy. I'm not sure. 5 Q. You're not sure. Okay. 6 Do you believe Mr. Dixon was aware of 7 the use that you were putting this money to? 8 A. Yes. 9 Q. Okay. And that's because of the prior 10 discussions which you testified to previously? 11 A. Yes. 12 Q. Okay. Is there anything else you 13 remember about those conversations with Mr. Dixon 14 about how this money would be used? 15 A. No, I just remember -- I was getting 16 approval for that because that's a large amount of 17 money. 18 Q. Okay. Now, knowing your personal and 19 business financial situation back in September of 20 2007, is it fair to say that the money that you 21 were using to clear up the Lehman Brothers 22 foreclosure and to buy the property for the 23 Marietta dealership, is it fair to say that that 24 money was or had to be from Onyx, that it wasn't
82 1 Q. Okay. So, seeing this document and the 2 dates written in this document, does that help you 3 recall anything more about the period of time or 4 the circumstances? 5 A. Yes, it tells me it happened, the 6 purchase of that property happened September 10 or 7 11, around that time. 8 Q. Okay. Of 2007? 9 A. Yes. 10 Q. Okay. Now, the money here is a total of 11 \$730,000. Does this document tell you anything or 12 help you recall anything about the sequence in 13 which you used this money to pay for the Marietta 14 property and pay off the Lehman foreclosure? 15 A. Yes. 16 Q. Which did you do first? 17 A. Simultaneously -- 18 Q. Simultaneous. 19 A. -- it was paid. 20 Q. Okay. Is it as your counsel suggested 21 that you needed to clear up a personal credit 22 matter in order to buy that Marietta property? 23 A. Yes. 24 Q. Okay. Was anyone with you when you	84 1 your personal money? 2 A. Yes. 3 Q. Okay. At your -- at this time did you 4 have the money to either buy that property 5 personally or on behalf of your business or settle 6 that Lehman Brothers foreclosure without using 7 money provided by Onyx? 8 A. No. 9 Q. Okay. So let's put aside No. 22 and 10 let's go back to 21. 11 All right. According to Exhibit 21, 12 what was the effective date of this agreement, the 13 SCM Credit Monitoring Fee Agreement? 14 A. February 1, 2008. 15 Q. Okay. And is there a payment provision 16 of this agreement similar to the previous one we 17 looked at? 18 A. Yes. 19 Q. What was the payment provision? 20 A. \$15,000 per quarter. 21 Q. So, that's 60,000 per year? 22 A. Yes. 23 Q. Okay. And, again, according to the 24 agreement, is the Onyx Fund going to be providing



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141 1 A. Yes. 2 Q. Okay. So, first of all, let me ask you. 3 Did you -- did you make these payments to these 4 three entities, to Flatstone, to SAL and to Five 5 Star Construction? 6 MS. JACOBSON: You mean the amount that's 7 listed? When you say "these payments," you're 8 reflecting the amounts in the checks. 9 MR. MOYE: The amounts in the checks. 10 MS. JACOBSON: Okay. 11 BY THE WITNESS: 12 A. Yes, 1097 Sea Jay, yes. 13 BY MR. MOYE: 14 Q. Okay. So, these were coming from your 15 personal company's account, right? 16 A. Yes. 17 Q. Okay. What was the purpose of these 18 checks that you wrote to Flatstone Partners, to 19 SAL Stonework and to Five Star Construction? 20 A. For Mr. Dixon's house in Atlanta. 21 Q. Okay. Were you paying some of the bills 22 or expenses for a construction of Mr. Dixon's 23 house? 24 A. Yes.	143 1 Q. Was it your idea to pay the vendors? 2 A. No. 3 Q. Was it his idea? 4 A. Yes. 5 Q. What did you -- why did you understand 6 that he was asking you to pay these vendors? What 7 did he tell you? 8 A. It had something to do with his 9 construction loan on -- I don't know if he didn't 10 have enough -- there wasn't enough money in the 11 loan that he had to finish the home. I can't 12 recall. But somewhere there was a shortage of 13 money to finish the project. 14 Q. Did he tell you why he was coming to you 15 instead of going to another friend or a bank or a 16 family member? 17 A. No. 18 Q. Did you feel like his request that you 19 make payments on his behalf for his construction 20 expenses had anything to do with the relationship 21 that you and he had established with regard to the 22 Onyx Fund? 23 A. Yes. 24 Q. Did you feel you were asked -- being
142 1 Q. Why were you doing that? 2 A. Mr. Dixon asked me to do that. 3 Q. Tell me about that conversation or those 4 conversations. How did you -- how did this first 5 come up and what was your reaction? 6 MS. JACOBSON: Do you want to set it up like a 7 time frame, if anyone else was there, or -- 8 MR. MOYE: Yeah, sure. 9 MS. JACOBSON: Okay. 10 BY MR. MOYE: 11 Q. So, the first time this came up can you 12 tell us anything about that situation or who else 13 was present? 14 A. Would have just been Roy -- Mr. Dixon 15 and myself and -- 16 Q. Do you recall where you were? 17 A. No, I don't. We were in Atlanta. 18 Q. Okay. Who initiated that conversation 19 or that part of the conversation? 20 A. Mr. Dixon. 21 Q. And what did he say? 22 A. I can't recall exact conversation. I 23 just know somehow at the end of the conversation it 24 was to pay these vendors.	144 1 asked to do him a favor because he had invested 2 money in your companies? 3 A. Yes. 4 Q. Did you have any reservations when he 5 asked you to lend him this money or make him these 6 payments? 7 A. No. 8 Q. Okay. Did -- did he say that he would 9 pay you back when this -- when this issue first 10 come up or did he simply ask you to make the 11 payments? 12 A. He simply asked me to make the -- make 13 the payments. 14 Q. Okay. Now, there's various dates here 15 and we'll use the dates cashed because not all the 16 checks had dates. 17 But you see there is -- there's a number 18 of checks written in December of 2008 but there's 19 also some written earlier in the year, including 20 January, November and October. 21 Do you see that in the summary page? 22 MS. JACOBSON: You're talking about the date 23 cashed. 24 MR. MOYE: Correct.



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149 1 payments? 2 A. There were some family members. I 3 don't -- 4 MS. JACOBSON: Are you including Mr. Dixon 5 himself in that because I think he's confused. 6 MR. MOYE: I will clarify. 7 MS. JACOBSON: On behalf of Mr. Dixon or to 8 Mr. Dixon. 9 MR. MOYE: I'll clarify that. 10 BY MR. MOYE: 11 Q. Did you make payments to any of Mr. -- 12 directly to any of Mr. Dixon's family members? 13 A. Yeah. Yes, I don't know if it was 14 directly or indirectly. I have to get -- I have to 15 look at it. 16 Q. Okay. Tell me what you recall about 17 those additional payments. Did you give money to 18 Mr. Dixon himself? Did you write checks or give 19 cash to Mr. Dixon himself? 20 A. Yes. 21 Q. How much? What's your best estimate? 22 A. I don't know. A lot of money. 23 Q. Are we talking \$50, \$500? 24 A. A lot -- a lot of money.	151 1 MR. MOYE: Mr. Farr. 2 MS. JACOBSON: Okay. 3 BY THE WITNESS: 4 A. Yes, I have. 5 BY MR. MOYE: 6 Q. Okay. Do you recall approximately when 7 that would have occurred? Would it be within this 8 same period of time or after or before? 9 A. I think so. I think so. 10 Q. Okay. We may have to circle back with 11 this. 12 MS. JACOBSON: If you have something to show 13 him, you can show him it and it may refresh his 14 recollection. 15 MR. MOYE: We'll do that. 16 MS. JACOBSON: Because there were, you know, a 17 number of -- a lot of transactions. So he can't 18 remember every single one. 19 MR. MOYE: Okay. 20 MS. JACOBSON: But I think his testimony is 21 that he remembers something outside of this summary 22 that you've provided, outside these checks. 23 MR. MOYE: All right. 24 BY MR. MOYE:
150 1 Q. \$100,000? 2 A. A lot of money. More than that. 3 Q. \$500,000? 4 A. I'd have to look. But it's a lot of 5 money. 6 Q. Okay. Let me -- let me clarify one 7 point about what I'm asking. We're going to ask in 8 a few -- I'm going to ask you in a few minutes 9 about a series of cash transactions that were 10 entered into about this same period of time, and we 11 have bank records showing where that money went. 12 So, it may be that you're talking about some of 13 those same transactions. So, let me clarify my 14 question. 15 Do you recall writing a check rather 16 than cash to Mr. Dixon or one of his family members 17 that you wrote at his request and just hand it 18 over? 19 MS. JACOBSON: And he would have written that 20 check. 21 MR. MOYE: Yes. 22 BY MR. MOYE: 23 Q. That you would have written. 24 MS. JACOBSON: Mr. Farr.	152 1 Q. Where did the money come from that was 2 used to make payments on behalf of Mr. Dixon? 3 A. From his -- from Onyx. 4 Q. Okay. So, to be clear, the checks were 5 written from the Sea Jay account. So, how did the 6 money from Onyx get to the Sea Jay account? 7 A. Money went into one of the SCM entities. 8 I don't know which one and went from there, 9 transferred to Sea Jay and then Sea Jay wrote the 10 check. 11 Q. Okay. Who directed the transfer from 12 one of the SCM entities to Sea Jay? Would that 13 have been you? 14 A. Yes. 15 Q. Okay. And would you have done it 16 yourself or would you -- did you ask someone to do 17 it? 18 A. I would have done it myself. 19 Q. Okay. And then once the money was in 20 Sea Jay's account, did you write these checks 21 yourself? 22 A. Yes. 23 Q. And did you discuss with Mr. Dixon where 24 the funds would come from to make payments on his



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153 1 house? Did you discuss the fact that this money 2 was coming from the Onyx investment? 3 A. Did I -- did I discuss? 4 MS. JACOBSON: Did you and Dixon discuss 5 together where the money was coming from? 6 BY THE WITNESS: 7 A. Yeah, I mean he told me that he was -- 8 that money was getting wired into this account and 9 that he needed this -- whatever he needed, that 10 money would be wired into one of the SCM accounts. 11 BY MR. MOYE: 12 Q. Okay. Here's a clarification that I 13 want to make. 14 Did he know that you were going to use 15 Sea Jay as the account to write these checks to 16 his -- to the construction companies doing work on 17 his home? 18 A. Yes. 19 Q. So, did you tell him that or was that 20 his idea? 21 A. May have been both of our ideas because 22 we didn't want the money coming out of any of the 23 SCM accounts. 24 Q. You thought that would look bad or	155 1 handed you Exhibit 33. It's a single-page document 2 identified with a Bates number SJ 291, SJ meaning 3 Sea Jay. It's a promissory note in the amount of 4 \$513,426.01, and the date at the top is 5 December 30, 2008. 6 Do you see that? 7 A. Yes. 8 Q. Is this your signature on the document? 9 A. Yes. 10 Q. And Mr. Dixon's signature as well? 11 A. Yes. 12 Q. And did you date or did you write the 13 date December 30 besides your name? 14 A. Yes. 15 Q. And he wrote the date beside his name? 16 A. Yes. 17 Q. Okay. If my math is correct, the amount 18 in this promissory note is the same as the amount 19 in our summary on Exhibit 32. 20 Do you see that? 21 A. Yes. 22 Q. Okay. So, this is a promissory note for 23 all of the amounts that were used to pay for the 24 work on Mr. Dixon's home?
154 1 improper? 2 A. Yes. 3 Q. Okay. And at the year-end 2008 you 4 remembered, did you not, that the Lehman Brothers 5 foreclosure transaction and the purchase of the 6 land where the Marietta store is, that money went 7 through Sea Jay, correct? 8 A. Yes. 9 Q. And you had told Dixon that at the time, 10 is that right? 11 A. I think -- I think I told him that that 12 company was going to be purchasing the property, 13 correct. 14 Q. Okay. So, at least you remember that 15 that's how the money came through Sea Jay and 16 Mr. Dixon might have remembered that as well, is 17 that correct? 18 A. Yes. 19 Q. Okay. 20 (WHEREUPON, a certain document was 21 marked Exhibit No. 33, for 22 identification, as of 12-08-2011.) 23 BY MR. MOYE: 24 Q. Okay. Mr. Dixon, the Court Reporter has	156 1 A. Correct. 2 Q. And the promissory note says that Roy 3 Dixon is going to pay back this money with interest 4 at 8 percent. Is that what it says? 5 Just look at the first paragraph. 6 A. Yes, yes, yes. 7 Q. Okay. And does it also say that it's -- 8 this note is secured by real property that 9 Mr. Dixon has on Mt. Paran Road in Atlanta, 10 Georgia? 11 A. Yes. 12 Q. And it contains a date when all the 13 interest in the note is due, is that right? 14 A. Correct. 15 Q. What date is that? 16 A. December 30, 2014. 17 Q. Can you tell us how this promissory note 18 was created? When -- when did it happen and why? 19 A. It happened after the SEC investigation. 20 MS. JACOBSON: Do you remember what year that 21 would be? 22 THE WITNESS: This would be 2010. 23 BY MR. MOYE: 24 Q. And why was the date of 2008 used?



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157 1 A. So that we could formalize a transaction 2 as of the last check that was written out in that 3 year. 4 Q. And whose idea was it to use the 5 December 30th date? 6 A. I think it was my idea. 7 Q. But Mr. Dixon went along with that? 8 A. Yes. 9 Q. Whose idea was it to assign interest at 10 8 percent? 11 A. My idea. 12 Q. And he went along with that? 13 A. Yes. 14 Q. At the time that you made these payments 15 that were shown in Exhibit 32, had you agreed on an 16 interest rate for the ultimately -- for paying back 17 this money? 18 MS. JACOBSON: So, in October of '08 he's 19 asking you. 20 BY THE WITNESS: 21 A. No. 22 BY MR. MOYE: 23 Q. And had you agreed on an interest rate 24 in November of '08?	159 1 MS. JACOBSON: To him? 2 BY MR. MOYE: 3 Q. To you. 4 A. No. 5 Q. Have you and he talked about this 6 document after the date that you signed it? 7 A. Not that I recall. 8 Q. Based on your conversation with 9 Mr. Dixon about this document, do you believe that 10 he knew and understood that this document would be 11 provided to the SEC during its investigation? 12 A. Yes. 13 Q. And based on your conversation with him, 14 do you believe that he was okay with that? 15 A. Yes. 16 Q. Did he ever at any time express any 17 indication, any reservations about providing this 18 document to the SEC? 19 A. No. 20 Q. Did he tell you -- 21 MR. DIXON: Mr. Moye, that's hearsay, 22 Mr. Moye. I object to that as hearsay. 23 MR. MOYE: Your objection is noted. 24 BY MR. MOYE:
158 1 A. No. 2 Q. How about in December of '08? 3 A. No. 4 Q. And at the time you made these payments 5 on Mr. Dixon's behalf, did you have an agreement 6 with him that the entire debt including interest 7 would be payable on December 30, 2014? 8 A. No. 9 Q. Okay. Do you recall who actually 10 created or typed up this document? 11 A. I did. 12 Q. Okay. And did Dixon know you were going 13 to type it up or was he -- did he agree that it was 14 okay for you to type it up? 15 A. Yes. 16 Q. Did he express any reservations or 17 hesitancy about signing this document? 18 A. Not -- no, not that I know, no. 19 Q. As you look at this document now, do you 20 think that this was an honest and appropriate thing 21 to do to create this note? 22 A. No. 23 Q. Has Dixon ever expressed any concern or 24 remorse about signing this document?	160 1 Q. Was anyone else aware that this document 2 was being created? 3 MS. JACOBSON: After the fact? 4 MR. MOYE: No, at the time it was created. 5 BY THE WITNESS: 6 A. Not that I know of. 7 BY MR. MOYE: 8 Q. Okay. So, at the time you don't believe 9 anyone else knew. 10 Let me ask you this, and I don't want to 11 trip over any privilege issues. So, listen for the 12 whole question. 13 When this document was produced to the 14 SEC, do you believe that your lawyers knew that 15 these dates in the document were not accurate? 16 MS. JACOBSON: Wait. Let me just clarify 17 because this has been based on your belief. 18 MR. MOYE: Correct. 19 MS. JACOBSON: And not any conversations that 20 you had with any of your attorneys. So, it's 21 purely -- I don't know if he is able to separate 22 the two. 23 MR. MOYE: He can answer. 24 MS. JACOBSON: But I want to be careful



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161 1 because this is a privileged area and it's 2 different than a Fifth Amendment privilege. This 3 is attorney-client privilege. 4 MR. MOYE: Do you want to talk to him? 5 MS. JACOBSON: Yeah. 6 MR. MOYE: Okay. Let's take a short break. 7 THE VIDEOGRAPHER: Off the record at 1:55 p.m. 8 (WHEREUPON, a recess was had 9 from 1:55 to 1:57 p.m.) 10 THE VIDEOGRAPHER: Back on the record at 1:57 11 p.m. 12 MR. MOYE: Jackie, do you want to make a 13 statement? 14 MS. JACOBSON: I just -- we just came back and 15 I just want -- Mr. Farr is allowed to answer the 16 question to the extent that it's based on his 17 belief, but I've advised him not to answer the 18 question based on any conversations he had with 19 counsel regarding this document. 20 MR. MOYE: And that's based on the 21 attorney-client privilege. 22 MS. JACOBSON: That's correct. 23 MR. MOYE: Okay. 24 BY MR. MOYE:	163 1 Q. Did you ever talked about this with 2 LaRoy Williams? 3 A. I don't -- he wasn't -- I don't think 4 so. No, no. 5 Q. Okay. Let me circle back for just a 6 moment. 7 I believe it was your testimony that you 8 and Mr. Dixon discussed making these payments to 9 these construction companies even before the money 10 was sent from Onyx to the SCM entities, is that 11 correct? 12 MR. DIXON: Can you repeat that question, 13 Mr. Moye. I'm having a hard time hearing you. 14 MR. MOYE: Can you read it back. 15 (WHEREUPON, the record was read 16 by the reporter as requested as 17 follows: Q. I believe it was your 18 testimony that you and Mr. Dixon 19 discussed making these payments to 20 these construction companies even 21 before the money was sent from Onyx 22 to the SCM entities, is that 23 correct?) 24 BY THE WITNESS:
162 1 Q. Okay. So, subject to that instruction, 2 can you tell us, Mr. Farr, whether you believe that 3 your lawyers knew that this document did not have a 4 real date on it, a correct date, about the 5 signature, when this was produced to the SEC? 6 MS. JACOBSON: Let me clarify. Clarify the 7 date. That it wasn't signed on 12/30/2008? 8 MR. MOYE: Yes. 9 MS. JACOBSON: Even though it purports to be 10 signed on 12/30/2008. 11 MR. MOYE: Yeah. 12 BY MR. MOYE: 13 Q. I'm just trying to ask. Do you believe 14 anyone else besides you and Mr. Dixon knew that 15 this was being produced to the SEC with an 16 incorrect date on it? 17 A. I don't believe so, no. 18 Q. Okay. Had you ever talked about this 19 with Erica Robertson? 20 A. I don't remember. I don't think. 21 Q. You don't remember, but you don't think 22 so? 23 A. I don't think so. I don't -- I don't 24 know.	164 1 A. Yes. 2 BY MR. MOYE: 3 Q. Okay. So, I know they came in different 4 times and you've said you didn't know the first 5 time how much it was ultimately going to be. 6 But before each of these transfers, did 7 you and Mr. Dixon agree that the money would come 8 to an SCM company from Onyx, go to Sea Jay and then 9 go to make these payments? 10 A. Correct. 11 Q. Can you tell us why in the paperwork 12 Mr. Dixon had you sign this 500,000 and some 13 thousand dollars was not carved out of the 14 investment that Onyx was making in your companies, 15 in other words, the paperwork was never -- 16 MS. JACOBSON: Are you referring to all the 17 agreements that were signed? 18 MR. MOYE: Yeah. The agreements that we 19 looked at before lunch. 20 BY MR. MOYE: 21 Q. There is no mention, is there, that 22 \$500,000 went to your companies but was used to 23 make payments for the personal benefit of 24 Mr. Dixon?



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169 1 December 2008 and you withdrew cash from the 2 Sea Jay account, is that right? 3 A. Yes. 4 Q. And did you also make withdrawals from 5 the Sea Jay account in Georgia and give Mr. Dixon 6 that cash? 7 A. Yes. 8 Q. Okay. What money was being used to fund 9 these cash withdrawals that you were giving to 10 Mr. Dixon? 11 A. Onyx investment, Onyx Capital. 12 Q. Did you discuss with him the fact that 13 you were using Onyx money to withdraw cash and give 14 it to him? Did he know as far as you can tell 15 where you were getting the money? 16 A. Yes. 17 Q. Why was this happening? What was the 18 thinking behind these transactions? 19 A. He needed the money. 20 Q. Why did he say he needed the money? 21 A. He told me that he was -- again, I don't 22 know the intricacies of it, but he told me he was 23 short on maybe his equity shares that he needed or 24 somewhere he was short money in his company.	171 1 go to either his business or the fund itself? 2 A. Yes. 3 Q. Okay. And why didn't you write a check? 4 What was the thinking behind that? 5 A. He told me he wanted cash. 6 Q. And it wasn't your preference that cash 7 be used? 8 A. I never -- I did what he told me to do. 9 Q. Okay. Did you think there was anything 10 unusual or suspicious about these transactions? 11 A. Yes. 12 Q. What did you think at the time? 13 A. Given that kind of cash is -- is -- 14 would be suspicious. 15 Q. Did you think he was in any kind of 16 trouble and needed money to put back in his 17 business? 18 A. I don't know if I looked at it as 19 trouble, but I just felt -- he said he was short 20 and I did what he said. 21 Q. You didn't think it was good for him to 22 be short, did you? 23 A. No. 24 MR. DIXON: Mr. Moye, again, this line of
170 1 Q. And -- 2 MR. DIXON: Mr. Moye, I object to that as 3 hearsay. 4 MR. MOYE: Okay. You object to him repeating 5 what you said? 6 MR. DIXON: I didn't say that. That's 7 hearsay. 8 MR. MOYE: Okay. Your objection noted. 9 BY MR. MOYE: 10 Q. Mr. Farr, as you recall, did he tell you 11 that it was the fund that was short or was it his 12 advisory company? 13 A. I don't -- I don't know which one. 14 Q. Okay. 15 A. I don't know. 16 Q. But do you believe that he told you that 17 it was his company that was short or the fund that 18 was short rather than he himself didn't have 19 personal money and needed personal money? 20 A. It was the fund that was short. 21 Q. Okay. It wasn't him personally? 22 A. I don't think so, no. 23 Q. Okay. So, when you gave him this cash, 24 did you have the expectation that this cash would	172 1 questioning, I object as hearsay. 2 MR. MOYE: I understand. The Court Reporter 3 has taken down your objection. 4 BY MR. MOYE: 5 Q. Would -- did you understand the use of 6 cash to be in any way trying to hide or obscure 7 where the money was coming from that was going to 8 be going back to the fund? 9 A. Yes. 10 Q. And you thought that or you understood 11 that the use of cash might make it easier to hide 12 that, the fact that it was money coming from Onyx, 13 is that right? 14 A. Yes. 15 Q. If you look on the right two columns, 16 these show accounts where cash is being deposited 17 into. And sometimes the amounts tie off perfectly. 18 Sometimes they don't. 19 But were you aware of any of Mr. Dixon's 20 own banking activity once he gave you the cash? 21 For example, did he tell you, "I'm going to go to 22 Wachovia or BB&T and make a deposit"? 23 A. He told me that the money was going back 24 into the business.



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197 1 date you created -- since the date the statement 2 was created? 3 MS. JACOBSON: Well, the boat's been 4 repossessed. 5 BY THE WITNESS: 6 A. The liabilities are still there. Just 7 the collateral -- the asset may not be there. 8 BY MR. MOYE: 9 Q. Okay. 10 A. For... 11 Q. Okay. 12 A. All these. 13 Q. It sounds like you've incurred some 14 additional debts since that time, if these -- if 15 there is encumbrances on some of your other 16 property? 17 Has anyone loaned you money since -- 18 since this date? 19 MS. JACOBSON: You said -- I think he's 20 referring -- you said rings and watches. 21 BY THE WITNESS: 22 A. Yes, yes, yes. 23 BY MR. MOYE: 24 Q. Okay. Who -- who has loaned you money	199 1 those assets that were there. And that's what I've 2 been living off of. 3 Q. And how much is left on that, do you 4 think? 5 A. I don't know. I don't know exactly. 6 Q. A few hundred dollar or -- 7 A. I put all of it into the business. 8 Q. Okay. 9 A. And I've been living off of that. 10 Q. Okay. Was there a time that you were 11 spending any of the money or assets that you now 12 believe were covered by the SEC's asset freeze? In 13 other words, were you doing anything that you now 14 recognize would have been not acceptable or not 15 appropriate under the asset freeze? 16 A. Yes. 17 Q. Okay. Now, you and I have had one prior 18 meeting prior to this deposition, correct? 19 A. Yes. 20 Q. That was a meeting about a year ago and 21 there were a number of other people there? 22 A. Yes. 23 Q. Okay. And that was one of the subjects 24 we discussed, is that correct?
198 1 since -- since May of 2010? 2 A. Primalend. 3 Q. Primalend. Okay. And is that what 4 you're using to live on? 5 A. That's -- that's the credit line. 6 MS. JACOBSON: For the business. 7 BY THE WITNESS: 8 A. For the business. 9 BY MR. MOYE: 10 Q. Okay. Can you tell me generally without 11 specifics at this point what -- what you've lived 12 on, what you've been using to live on, say, for the 13 last year? 14 A. Insurance check. 15 Q. Was there an insurance settlement of 16 some sort? 17 A. Yes. 18 Q. What was the settlement regarding? 19 A. We had all our furniture and personal 20 belongings in our business in Marietta and we had a 21 pipe that broke and there was a foot, 2 feet of 22 water in the whole building and all our furniture 23 and pictures and everything got ruined and they 24 wrote us an insurance settlement check for all	200 1 A. Yes. 2 Q. Okay. So, what is your best estimate 3 today as to the amount of money that you think you 4 used that was subject to the asset freeze and 5 should not have been used in that way for your 6 benefit? 7 MS. JACOBSON: Of the items discussed at the 8 meeting. 9 BY THE WITNESS: 10 A. You see, you know, I don't know because 11 the -- if you look at the insurance check -- 12 MS. JACOBSON: No. He is asking you what of 13 the meeting that we went to that there were a 14 number of individuals present at that meeting and 15 you discussed certain tuition payments that were 16 made and items like that. Do you remember that 17 total amount? 18 BY MR. MOYE: 19 Q. Payments to family members. 20 MS. JACOBSON: Payments to -- you paid -- that 21 was -- that was prior -- that was a while ago. 22 THE WITNESS: Right. 23 MS. JACOBSON: Okay. So, do you have any 24 indication if there was a round dollar amount



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201 1 that -- 2 BY THE WITNESS: 3 A. I think it was 105,000, something like 4 that. 5 BY MR. MOYE: 6 Q. Okay. And since that meeting do you 7 believe that you have been operating within the 8 asset freeze and spending money acceptably? 9 A. Again, I don't know and I can explain 10 why I don't know. 11 Q. Yeah, go ahead. 12 A. When I look at the asset freeze, 13 everything personally is an asset that I guess 14 should go into the business. So, if I encumber my 15 watches as theoretically, that money should go into 16 the business and I live off that. If I encumber 17 the insurance check that they gave me for my old 18 furniture and pictures and whatever got ruined, 19 asset freeze says I'm supposed -- I think that 20 asset freeze says I'm supposed to -- I don't -- I 21 don't know. 22 Q. Okay. You're not a lawyer and you have 23 your own lawyer. I'm not asking you to speak for 24 her. But you believe that there's 105,000 that you	203 1 MR. MOYE: Of me or Mr. Farr? 2 MS. JACOBSON: Of Mr. Farr. 3 But the moneys that you were paying out 4 that are included in that that were included in 5 that 105 that you disclosed to the SEC, those 6 amounts are no longer being paid. 7 THE WITNESS: That's -- 8 MS. JACOBSON: Your children are not in 9 private school anymore. 10 THE WITNESS: My children are in a public 11 school and prior to -- they've always been in 12 private school prior to the investment from Onyx. 13 MS. JACOBSON: And you're living in what was 14 an office of yours. 15 THE WITNESS: I'm living in what was -- 16 MS. JACOBSON: You moved out your desk and put 17 in a bed, correct? 18 THE WITNESS: That's correct. 19 BY MR. MOYE: 20 Q. Okay. So, you've substantially changed 21 your life-style for the worse? 22 A. And I'm -- 23 MS. JACOBSON: Did you hear what he said? 24 BY THE WITNESS:
202 1 should not have used and there may be questions 2 about other money that you've used. Is that a good 3 way of saying it? 4 You're not -- you're not admitting that 5 you used more than 105,000 improperly, is that 6 right? 7 A. No, I'm not. I'm not, but I'm -- again, 8 it says -- if somebody gave me money and I borrowed 9 money from somebody and they gave it to me, now all 10 of a sudden now that's my money. I'm supposed to 11 turn that over. 12 MS. JACOBSON: He's saying he doesn't really 13 understand. 14 BY THE WITNESS: 15 A. I don't know how that -- I mean, 16 otherwise I've just got to go live in a -- 17 BY MR. MOYE: 18 Q. I understand. Pup tent on the park. 19 A. That's right. If somebody gave me \$500 20 to go buy some groceries, as soon as that money 21 hits my hand, now that's an asset of mine. Based 22 on the freeze I've got to turn it in. 23 MS. JACOBSON: Can I ask a follow-up question? 24 Or ask you --	204 1 A. For the worse, absolutely. 2 BY MR. MOYE: 3 Q. Okay. Now, is it correct -- 4 A. But spiritually for the best. 5 Q. Okay. 6 A. So, let's say that. 7 Q. Are you -- 8 MS. JACOBSON: Okay. 9 BY MR. MOYE: 10 Q. Are you committed to making amends for 11 using the \$105,000 improperly? 12 A. Yes. I am committed to -- can I talk or 13 no? 14 MS. JACOBSON: Answer the question. 15 BY THE WITNESS: 16 A. Yes. 17 BY MR. MOYE: 18 Q. Okay. During that -- during that 19 meeting we had and that -- and that discussion, we 20 talked about a number of these same issues that 21 we're here -- that we've discussed here today, is 22 that right? 23 A. Yes. 24 Q. Do you believe your testimony today is



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